STATE OF CALIFORNIA

BUSINESS, TRANSPORTATION AND HOUSING AGENCY DEPARTMENT OF CORPORATIONS

TO: Oscar Goldman, individually and doing business as:
Trader Tech, Inc., doing business as Trader Tech University
Vestec, Inc., a division of Trader Tech University
433 N. Camden, Fourth Floor
Beverly Hills, CA 90210

Mailing address: P.O. Box 698 Redondo Beach, CA 90277

DESIST AND REFRAIN ORDER

(For violations of sections 25230 and 29535 of the Corporations Code)

The California Corporations Commissioner finds that:

- 1. Oscar Goldman ("Goldman") is an individual residing in Southern California.
- 2. Goldman is the principal of two Nevada Corporations: Trader Tech, Inc., filed April 20, 2000, and Vestec, Inc., filed March 13, 2002.
- 3. Goldman and Trader Tech, Inc. do business under the name Trader Tech University (TTU). Vestec, Inc. is a division of Trader Tech University. Trader Tech University has a website at www.tradertechuniversity.com. Vestec, Inc. has a website at www.vestec.com.

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Goldman and the businesses maintain an office address at 433 N. Camden Drive,
 4th Floor, Beverly Hills, CA 90210. Their mailing address is P.O. Box 698, Redondo Beach,
 CA 90277

- 5. In or about late 2002, Goldman and Trader Tech University began offering so-called "Directed Accounts" to his clients through the Chicago office of Man Financial Inc., a futures trading firm. Each of Goldman's "Directed Account" clients executed a two-page "Letter of Direction" authorizing Man Financial Inc. to enter trades for their accounts in accordance with Goldman's trading system. Each of Goldman's "Directed Account" clients has paid Goldman a monthly fee of approximately \$285 to make decisions for them about what trades should be made in their accounts, and to email trade instructions to Man Financial Inc. on their behalf to be executed in their individual accounts. On behalf of his "Directed Account" clients, Goldman has issued instructions for execution of commodity futures trades as well as trades involving securities such as e-mini S&P 500 stock index futures.
- 6. Neither Goldman nor any of his companies is registered as an investment adviser with either the Securities and Exchange Commission or the Department of Corporations.

 Neither Goldman nor any of his companies is registered or temporarily licensed by the Commodity Futures Trading Commission.

Based upon the foregoing findings, the California Corporations Commissioner is of the opinion that Oscar Goldman, Trader Tech, Inc., Trader Tech University and Vestec, Inc. have been unlawfully conducting business as investment advisers in the state of California by engaging in such activity without having first applied for and secured a certificate from the Commissioner authorizing them to do so, in violation of Corporations Code section 25230.

Based upon the foregoing findings, the California Corporations Commissioner is of the further opinion that Oscar Goldman, Trader Tech, Inc., Trader Tech University and Vestec, Inc. have been acting as commodity merchants in the state of California without being registered or temporarily licensed with the Commodity Futures Trading Commission, in violation of Corporations Code section 29535.

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Pursuant to section 25532(b) of the Corporations Code, Oscar Goldman, Trader Tech, Inc., Trader Tech University and Vestec, Inc. are hereby ordered to desist and refrain from conducting business as investment advisers in the state of California until they have been appropriately licensed to engage in that activity.

Pursuant to section 29542(a) of the Corporations Code, Oscar Goldman, Trader Tech, Inc., Trader Tech University and Vestec, Inc. are hereby ordered to desist and refrain from conducting business as commodity merchants in the state of California until they are registered or temporarily licensed to engage in that activity.

This Order is necessary, in the public interest, for the protection of investors and consistent with the purposes, policies and provisions of the Corporate Securities Law of 1968.

Dated: May 5, 2003, 2003 Sacramento, California

> **DEMETRIOS A. BOUTRIS** California Corporations Commissioner

Βv VIRGINIA JO DUNLAP Assistant Commissioner